

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

GOLDMAN SACHS, & CO.

Plaintiff,

v.

Case No. 13 cv 1319
Judge Paul A. Crotty

NORTH CAROLINA MUNICIPAL
POWER AGENCY NUMBER 1

Defendant.

DECLARATION OF SUSAN INGRAM

SUSAN INGRAM, pursuant to 28 U.S.C. § 1746, declares under penalty of perjury as follows:

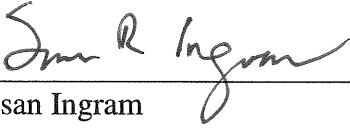
1. My name is Susan Ingram. I am the Manager of Treasury of ElectriCities of North Carolina, Inc., a membership organization including public power communities in North Carolina, South Carolina, and Virginia. ElectriCities provides management services to two municipal power agencies in North Carolina – North Carolina Municipal Power Agency Number 1 (“NCMPA1”), and North Carolina Eastern Municipal Power Agency.

2. I have served in this position since 1998. In this position, I was involved in NCMPA1’s 2003 ARS Issuance.

3. NCMPA1 engaged Goldman Sachs, & Co. (“Goldman”) as an underwriter to assist NCMPA1 in designing and executing an optimal structure for NCMPA1’s 2003 bonds. NCMPA1 paid Goldman a management fee for its assistance in structuring and executing the transaction. Attached as Exhibit A is a copy of the 2003C Refunding/Defeasance Schedules, which lists the management fee on Page 3.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: April 26, 2013



Susan Ingram